

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.***

Debtors.

Chapter 11 Case No.: 09-50026 (REG)

(Jointly Administered)

**JOINT STIPULATION AND
SCHEDULING ORDER REGARDING
PROOF OF CLAIM 67357 FILED BY
NEW UNITED MOTOR
MANUFACTURING, INC. AND
PROOFS OF CLAIM 66243 & 70375
FILED BY TOYOTA MOTOR
CORPORATION**

WHEREAS, New United Motor Manufacturing, Inc. ("NUMMI") filed a timely Proof of Claim Number 67357 and Toyota Motor Corporation ("TMC") filed timely Proofs of Claim Numbers 66243 and 70375 (collectively, the "Proofs of Claim") against Motors Liquidation Company ("MLC," and together with NUMMI and TMC, the "Parties"); and

WHEREAS, (a) MLC filed an Objection to NUMMI's Proof of Claim on April 1, 2010; (b) NUMMI filed an Initial Response to MLC's Objection on May 24, 2010; (c) TMC filed a brief in support of NUMMI's Initial Response on November 4, 2010; and (d) MLC filed a Reply to NUMMI's Initial Response on November 4, 2010; and

WHEREAS, the Court held a hearing regarding NUMMI's Proof of Claim and related briefing on November 9, 2010, in which the Court proposed and the Parties agreed to treat the claims raised in the Proofs of Claim as a plenary litigation subject to Federal Rule of Bankruptcy Procedure 9014 and Federal Rules of Civil Procedure 8 and 12; and

WHEREAS, the Court proposed and the Parties agreed to coordinate the litigation of the Proofs of Claim;

1. IT IS HEREBY STIPULATED AND AGREED by and between the undersigned

counsel for NUMMI, TMC and MLC that, subject to the Court's approval:

- a. NUMMI and TMC shall each file a complaint as a substitute for and consistent with the Proofs of Claim previously filed (the "Complaints") no later than November 24, 2010, which will initiate separate adversary proceedings against MLC (the "Adversary Proceedings");
- b. The claims set forth in NUMMI's Complaint will be in a fixed and liquidated amount no greater than the Proof of Claim previously filed by NUMMI, subject to NUMMI's reservation of rights set forth in the Proof of Claim to amend and/or modify its claims and MLC's right to object to any such amendment or modification;
- c. The Parties shall coordinate the Adversary Proceedings;
- d. MLC shall move to dismiss or otherwise respond to the Complaints no later than December 22, 2010;
- e. NUMMI and TMC shall file response brief(s) to MLC's motion(s) to dismiss, if any, no later than January 14, 2010;
- f. MLC shall file a reply brief(s) no later than January 28, 2011; and
- g. Oral argument on MLC's motion(s) to dismiss, if any, will be held on February 9, 2010 at 9:45 a.m.

Dated:
November 23, 2010

KIRKLAND & ELLIS LLP

By: /s/ Mark E. McKane
Richard Cieri
Ray Schrock (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Mark E. McKane (admitted *pro hac vice*)
555 California Street
San Francisco, California 94104
Telephone: (415) 439-1400
Facsimile: (415) 439-1500

*Attorneys for New United Motor
Manufacturing, Inc.*

November 23, 2010

FOLEY & LARDNER LLP

By: /s/ Jeffrey A. Soble
Jeffrey A. Soble (admitted *pro hac vice*)
321 North Clark Street, Suite 2800
Chicago, Illinois 60654-5313
Telephone: (312) 832-4500
Facsimile: (312) 832-4700

Attorneys for Toyota Motor Corporation

November 24, 2010

WEIL, GOTSHAL & MANGES LLP

By: /s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
Anthony J. Albanese
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Attorneys for Debtors and Debtors in
Possession*

SO ORDERED:

s/ Robert E. Gerber 11/30/2010

Honorable Robert E. Gerber
Bankruptcy Judge, Southern District of New York